

Patrick D. Robbins (SBN 152288)
probbins@shearman.com
SHEARMAN & STERLING LLP
535 Mission Street, 25th Floor
San Francisco, California 94105
Telephone: (415) 616-1100
Facsimile: (415) 616-1199

Adam S. Hakki (*pro hac vice* to be submitted)
ahakki@shearman.com
Daniel C. Lewis (*pro hac vice* to be submitted)
daniel.lewis@shearman.com
SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, New York 10022-6069
Telephone: (212) 848-4000
Facsimile: (646) 848-4924

Attorneys for the Underwriter Defendants

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

CHARLES BLOOM, et al.,
Plaintiffs,

vs.

SUNEDISON , INC., et al.,
Defendants.

Related Case No. 3:16-cv-02265-WHA

STIPULATION OF PARTIES AND
~~PROPOSED~~ ORDER
CONSOLIDATING CASES

Judge: Hon. William Alsup

CHARLES BLOOM, et al.,
Plaintiffs,

vs.

GOLDMAN, SACHS & CO., et al.,
Defendants.

Related Case No. 3:16-cv-04883-WHA

1 WHEREAS, pursuant to Federal Rule of Civil Procedure 42(a), the parties in the above-
2 captioned related actions entitled *Bloom, et al. v. SunEdison, Inc., et al.*, Case No. 3:16-cv-02265-
3 WHA (“*Bloom I*”) and *Bloom, et al. v. Goldman, Sachs & Co., et al.*, Case No. 3:16-cv-04883-WHA
4 (“*Bloom II*” and, together with *Bloom I*, the “*Bloom Actions*”), seek to have the Court consolidate
5 the *Bloom Actions* so that they can be promptly transferred to the United States District Court for the
6 Southern District of New York pursuant to this Court’s *Order (1) Denying Motions to Remand; (2)*
7 *Granting Motions to Transfer; (3) Certifying Issue for Interlocutory Review; and (4) Staying*
8 *Actions*, dated August 26, 2016; and

9 WHEREAS, the *Bloom Actions* have the same plaintiffs, were filed by the same counsel, and
10 include allegations that plaintiffs purchased the same security and were misled by misrepresentations
11 and/or omissions in certain offering materials concerning the strength and liquidity of SunEdison,
12 Inc. during the same general time period; and

13 WHEREAS, prior to Defendants’ removal of *Bloom II*: (i) the defendants in *Bloom I* and
14 three other actions deemed related thereto (collectively, the “*Related Actions*”) moved pursuant to
15 28 U.S.C. § 1412 to transfer the *Related Actions* to the Southern District of New York; (ii) plaintiffs
16 in each of the *Related Actions* moved to remand the *Related Actions* to San Mateo County Superior
17 Court; and (iii) the parties’ motions for remand and transfer were fully briefed and the Court held a
18 hearing to consider those motions;

19 WHEREAS, on August 26, 2016, in the *Related Actions*, the Hon. William H. Alsup entered
20 an order: (i) denying plaintiffs’ motions to remand the *Related Actions*, (ii) granting defendants’
21 motions to transfer the *Related Actions*, (iii) certifying for interlocutory review the question of
22 whether Section 22(a) of the 1933 Securities Act bars removal of actions “related to” a bankruptcy
23 case pursuant to 28 U.S.C. § 1452(a); and (iv) staying the *Related Actions* until September 5, 2016,
24 unless plaintiffs file a petition pursuant to 28 U.S.C. § 1292(b), in which case the *Related Actions*
25 are stayed until the United States Court of Appeals for the Ninth Circuit acts upon any such petition;

26 WHEREAS, the plaintiffs in the *Bloom Actions* did not file a petition seeking interlocutory
27 review of the Court’s August 26, 2016 order as to *Bloom I*;
28

WHEREAS, the parties in the *Bloom* Actions agree to be bound by the Court's August 26, 2016 order as to *Bloom II* without requiring the parties to separately brief motions to remand and transfer; and

WHEREAS, the parties agree that the Plaintiffs in the *Bloom* Actions reserve and have not waived their right to argue in *Bloom I* and *Bloom II* that the Southern District of New York lacks subject matter jurisdiction to hear the case in the event that the Ninth Circuit reverses this Court's August 26, 2016 order and that the Defendants reserve and have not waived their right to oppose such arguments.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned attorneys for the respective parties, subject to the approval of the Court, as follows:

1. The above-captioned *Bloom* Actions are hereby consolidated before the undersigned Judge.
2. The *Bloom* Actions shall be transferred to the United States District Court for the Southern District of New York pursuant to 28 U.S.C. § 1412.

Dated: September 21, 2016

By: /s/ Patrick D. Robbins

Patrick D. Robbins, SBN 152288
SHEARMAN & STERLING LLP
535 Mission Street, 25th Floor
San Francisco, CA 94105
Telephone: (415) 616-1210
Facsimile: (415) 616-1199
probbins@shearman.com

Adam S. Hakki (*pro hac vice* to be submitted)
Daniel C. Lewis (*pro hac vice* to be submitted)
SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, NY 10022-6069
Telephone: (212) 848-4000
Facsimile: (646) 848-4924
ahakki@shearman.com
daniel.lewis@shearman.com

Attorneys for the Underwriter Defendants

1
2 Dated: September 21, 2016

By: /s/ John T. Jasnoch

John T. Jasnoch, SBN 281605
SCOTT+SCOTT, attorneys at law, LLP
707 Broadway, Suite 1000
San Diego, CA 92101
Telephone: 619/233-4565
619/233-0508 (fax)
jjasnoch@scott-scott.com

Attorneys for Plaintiffs

3
4
5
6
7
8
9 Dated: September 21, 2016

By: /s/ Jie (Lisa) Li

Jie (Lisa) Li (State Bar No. 260474)
WILMER CUTLER PICKERING
HALE AND DORR LLP
950 Page Mill Road
Palo Alto, CA 94304
Telephone: (650) 858-6000
Facsimile: (650) 858-6100
Lisa.Li@wilmerhale.com

Attorneys for Defendant Peter Blackmore

10
11
12
13
14
15
16
17 Dated: September 21, 2016

By: /s/ Sara B/ Brody

Sara B. Brody (State Bar No. 130222)
SIDLEY AUSTIN LLP
555 California Street, Suite 2000
San Francisco, California 94104
Telephone: (415) 772-1200
Facsimile: (415) 772-7400
sbrody@sidley.com

*Attorneys for Defendants Ahmad Chatila,
Jeremy Avenier, Martin Truong,
Emmanuel Hernandez, Antonio Alvarez,
Clayton Daley, Jr., Georganne Proctor,
Steven Tesoriere, James Williams, Randy
Zwirn, and Brian Wuebbels*

SIGNATURE ATTESTATION

I am the ECF User whose identification and password are being used to file the foregoing document. In compliance with Local Rule 5-1(i)(3), I hereby attest that concurrence in the filing of this document has been obtained from each signatory.

Dated: September 21, 2016

Respectfully submitted,

By: /s/ Patrick D. Robbins

Patrick D. Robbins, SBN 152288
SHEARMAN & STERLING LLP
535 Mission Street, 25th Floor
San Francisco, CA 94105
Telephone: (415) 616-1210
Facsimile: (415) 616-1199
probbins@shearman.com

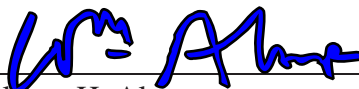
Attorneys for the Underwriter Defendants

* * *

[PROPOSED] ORDER

Pursuant to stipulation, IT IS SO ORDERED.

DATED: September 21, 2016.



William H. Alsup
United States District Judge